FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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	OMB APPROVAL	
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Expires: Estimated		
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Prefix	Serial	
	DATE DECEMIED	
ı	DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)						
Series B Preferred Stock		RECEIVED				
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	14(6) □ ULOE				
Type of Filing: ■ New Filing		A 4(6) □ ULOE \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\				
	A. BASIC IDENTIFICATION DATA	101	_			
Enter the information requested about the issue	Г	11/573 FOTTON				
Name of Issuer (□ check if this is an amendment a	nd name has changed, and indicate change.)					
lcera Inc.						
Address of Executive Offices (Number and S	Street, City, State, Zip Code)	Telephone Number (Including Area Code)	_			
2520 The Quadrant, Aztec West, Bristol BS32 4	AQ, England					
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)				
Brief Description of Business:						
Fabless semiconductor company that designs si	licon chips for wireless terminals	/V PROCESSED				
Type of Business Organization		other (please specify): AUG 02 2005				
■ corporation	☐ limited partnership, already formed	□ other (please specify):				
□ business trust	☐ limited partnership, to be formed	79400 co.				
	Month Year	FINANCIAL				
Actual or Estimated Date of Incorporation or Orga		□ Estimated				
Jurisdiction of Incorporation or Organization: (Ent	er two-letter U.S. Postal Service abbreviation for State:					
	CN for Canada; FN for other foreign jurisdiction)) DE				

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Boland, Stan						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
c/o Icera Inc., 2520 The Quadrant, Azte	c West, Bristol	BS32 4AQ, England				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Toon, Nigel						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
c/o Icera Inc., 2520 The Quadrant, Azte	c West, Bristol	BS32 4AO, England				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		*	Z ZACCIA COMICO	- Daotto	2 conord and of managing 1 artists	
,						
Knowles, Simon						
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	le)			
c/o Icera Inc., 2520 The Quadrant, Azte	c West, Bristol	BS32 4AQ, England				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		-				
Alleman Stankon						
Allpress, Stephen Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)			
Dusiness of Residence Address	(rumber and 2	succi, eny, state, zap eoc	ic)			
c/o Icera Inc., 2520 The Quadrant, Azte	c West, Bristol	BS32 4AQ, England				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Evans, Mark						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)	1.5.00		
			•			
c/o Icera Inc., 2520 The Quadrant, Azte						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Golden, Joe						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
c/o Icera Inc., 2520 The Quadrant, Aztec West, Bristol BS32 4AQ, England						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
O'Keefe, Graham						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
ala Isana Ing. 2520 The Occadence A-4-	c/o Icera Inc., 2520 The Quadrant, Aztec West, Bristol BS32 4AQ, England					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	_ 110motes	- Beneficial Owner	_ LACCHIVE OFFICE	_ Dilottoi	Consta alayi managing i aithu	

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(Number and Street, City, State, Zip Code)

Benchmark Europe I, L.P.

Business or Residence Address

20 Balderton Street, London W1K 6TL United Kingdom

 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; 						
				% or more of a cl	ass of equity securities of the issuer:	
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 						
Each general and managing partner of partnership issuers.						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			 -			
Atlas Venture Fund V, L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
		, ,, , 1	•			
890 Winter Street, Suite 320, Waltham,						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Atlas Venture Fund VI, L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
900 Winas Canad Coda 220 Webber	344 02 <i>45</i> 1					
890 Winter Street, Suite 320, Waltham, Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	L) Floribles	Belleticial Owner	LI EXECUTIVE OTHICE	Li Dilector	U General and of Managing Fartier	
y di i valle (East halle 186t, il litel victal)						
Accel Europe L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
c/o Accel Partners, 16 St. James Street,	London SW1A	1ER United Kingdom				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
Dustiless of Residence Address	(Number and c	succi, City, State, Zip Co	ue)			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		·	
	(Number and once, City, onte, 21) cools					
Check Ben/ce) that Applic						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	C I Tomotes	Denencial Owner	D Executive Officer	B Director	Concrat and of Managing Laurici	
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		o c' a c'	, ,			
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Desires of Residence Address	(1 tumber and	ouwi, ony, sian, zap et	,,,,			

A. BASIC IDENTIFICATION DATA

	B. INFORMATION ABOUT OFFERING						
		Yes	No				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		•				
	Answer also in Appendix, Column 2, if filing under ULOE.						
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>n/a</u>					
2	Describe offsign security is introduced in a factional suries.	Yes	No				
3.	Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or		0				
4.							
Full Non	Name (Last name first, if individual) ne.						
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)						
Nan	ne of Associated Broker or Dealer						
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States					
_ [_ [AL) _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Full	name (Last name first, if individual)						
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)						
Nan	ne of Associated Broker or Dealer						
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States					
_ [_ [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Full	Name (Last name first, if individual)						
Busi	Business or Residence Address (Number and Street, City, State, Zip Code)						
Name of Associated Broker or Dealer							
State	States in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	All States						
_ [_ [AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ (ID) _ [MO] _ [PA] _ [PR]				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $% \left(1\right) =\left(1\right) \left(1\right$

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>10,000,001.60</u>	\$_10,000,001.60_
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ 10,000,001.60	\$ 10,000,001.60
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	10	\$ <u>10,000,001.60</u>
	Non-accredited Investors	****	\$
	Total (for filings under Rule 504 only)		•
	Answer also in Appendix, Column 4, if filing under ULOE		Ψ
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504	***************************************	\$
	Total		
			\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	П	\$
	Printing and Engraving Costs		\$
	Legal Fees	_	\$30,000
	Accounting Fees	_	\$
	Engineering Fees	ם	\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)	_	\$
		D	¢ 20.000
	Total	=	\$ <u>30,000</u>

	. C. OFFERING PRI	CE, NUMBER OF INVESTORS, EX	Penses an	D USE OF PROCEEDS		
b. Enter the difference between the aggregate offering price given in response to Part C-1 and total expenses furnished in response to Part C - Question 4.s. This difference is the adjusted gross proceeds to the issuer."					,	9,970,001,60
5.	indicate below the amount of the adjusted gross prior each of the purposes shown. If the amount for and check the box to the left of the adjusted gross proceeds to the issuer set forth in re					
				Payments to Officers, Directors, & Alfillates		Payments To Others
	Salaries and fees	and produced and productions and all his forms have great the distribution and the last and the	D	S	•	\$
	Purchase of real estate	the ordered and property probate that the energy major of the best time bold by bytes to		\$	D	\$
	Purchase, rental or leasing and installation of mucl	ninery and equipment	a	s	0	S
	Construction or lessing of plant buildings and faci	lities	-	S	a	S
	Acquisition of other business (including the value that may be used in exchange for the assets or sect		•			
	teres),			\$		5
	Repayment of indebtedness		D	S	0	5
	Working capital		0	\$	•	\$ <u>9.979.901.60</u>
	Other (specify):		. 🙃	\$	٥	\$
				_		
		nd) derend yn nawyd fa'r fy ng gyg Allendy y wyyr â'r wert rifug y Lliffer oed f		S	۵	\$
	Commo Totale	tale strength property and the paper to be a second property of the property and the second paper to the second	•	50		\$_9.970.401,60
	Total Paymente Listed (column totals edded)			# \$ <u>-9.</u>	970.001.6	<u>0_</u>
		D. FEDERAL SIGNATO	TRE .			
83 (e issuer has duly caused this notice to be signed by the nodertaking by the issuer to furnish to the U.S. Secus recording divestor persuant to paragraph (b)(2) of	ities and Exchange Commission, upon				
	ner (Print or Type)	Signature		Date July 14 , 2005		
TCE	n inc.	- The second second	$\overline{}$	100 17 ,2005		
Nε	me of Signer (Print or Type)	Title of Signer (Print or Type)	•			
Sin	ilmon Knowles Vice President					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)